

82-35029

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

**Westfield**

**Westfield Group**

11601 Wilshire Boulevard

11<sup>th</sup> Floor

Los Angeles, CA 90025-1748

Telephone: (310) 575-6057

Facsimile: (310) 478-8776

May 30, 2007

Securities and Exchange Commission  
Office of International Corporate Finance  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
U.S.A.



07024030


**SUPPL**

**Re: Westfield Group: File No. 82-35029**

Enclosed is a copy of the Change of Director's Interest Notice. This distribution is submitted to you in order to maintain our exemption pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. We also confirm that the Schedule of Information included in our initial submission has not changed.

In order to acknowledge receipt of these materials, please stamp the enclosed copy of this letter, and return it to us in the enclosed envelope.

Yours truly,

  
Ms. Elizabeth P. Westman  
Title: Senior Vice President & Assistant Secretary

Enclosures

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**THOMSON  
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30 May 2007

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**Westfield****Westfield Group**

Level 24, Westfield Towers  
100 William Street  
Sydney NSW 2011  
GPO Box 4004  
Sydney NSW 2001  
Australia

Telephone 02 9358 7000

Facsimile 02 9358 7077

Internet [www.westfield.com](http://www.westfield.com)

The Manager  
Company Announcements Office  
Australian Securities Exchange Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sirs

**WESTFIELD GROUP (ASX:WDC)**  
**NOTICE UNDER ASX LISTING RULE 3.19A**

Enclosed are Appendix 3Y notices, as required to be provided under Listing Rule 3.19A for each of the following directors of the Westfield Group entities: FP Lowy, DH Lowy, PS Lowy and SM Lowy.

The notices are in respect of a recent sale of 2,695,994 WDC and 146,433 WDCNA stapled securities (totalling 2,842,427 stapled securities) in the Westfield Group by Westfield C Fund Pty Limited, as trustee of the Westfield Superannuation C Fund. The Lowy family directors have a relevant interest in the Westfield Group securities held by the C Fund.

The sale by Westfield C Fund Pty Limited is to Cordera Holdings Pty Limited, a Lowy family company. Of the total 2,842,427 securities the subject of the sale, 2,820,477 securities had been allocated to the Lowy family directors under the terms of the trust for the C Fund.

In a separate transaction, Franley Holdings Pty Limited (as trustee of the Westfield Superannuation Fund No. 5, a private Lowy family superannuation fund) has also sold 410,000 WDC stapled securities to Cordera Holdings Pty Limited.

Please note that the Lowy family directors have not disposed of any stapled securities. The transactions represent a reallocation of Westfield stapled securities in which the Lowy family directors had previously declared a relevant interest.

Yours faithfully  
**WESTFIELD GROUP**



**Simon Tuxen**  
**Company Secretary**

Westfield Holdings Limited ABN 66 001 671 496

Westfield Management Limited ABN 41 001 670 579 AFS Licence 230329  
as responsible entity for Westfield Trust ABN 55 191 750 378 ARSN 090 849 746

Westfield America Management Limited ABN 66 072 780 619 AFS Licence 230324  
as responsible entity for Westfield America Trust ABN 27 374 714 905 ARSN 092 058 449

**Appendix 3Y****Change of Director's Interest Notice**

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	Westfield Group
<b>ABN</b>	Westfield Holdings Limited ABN 66 001 671 496 Westfield Trust ARSN 090 849 746 Westfield America Trust ARSN 092 058 449

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Frank P. Lowy
<b>Date of last notice</b>	6 March 2007

**Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

*Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.*

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Lowy's notifiable interest includes Westfield Group stapled securities held by Westfield C Fund Pty Limited (as trustee of Westfield Superannuation C Fund) and Franley Holdings Pty Limited (as trustee of Westfield Superannuation Fund No. 5)
<b>Date of change</b>	29 May 2007
<b>No. of securities held prior to change</b>	166,519,199
<b>Class</b>	WDC and WDCNA

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

<b>Number acquired</b>	<ul style="list-style-type: none"> <li>• 2,695,994 ordinary stapled securities (WDC) from Westfield C Fund Pty Limited (as trustee of the Westfield Superannuation C Fund)</li> <li>• 146,443 ordinary stapled securities (WDCNA) (as trustee of the Westfield Superannuation C Fund)</li> <li>• 410,000 ordinary stapled securities (WDC) from Franley Holdings Pty Limited (as trustee of Westfield Superannuation Fund No. 5)</li> </ul>
<b>Number disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$20.266 per WDC stapled security \$20.093 per WDCNA stapled security
<b>No. of securities held after change</b>	166,519,199
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market trade

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

<b>Name of entity</b>	Westfield Group
<b>ABN</b>	Westfield Holdings Limited ABN 66 001 671 496 Westfield Trust ARSN 090 849 746 Westfield America Trust ARSN 092 058 449

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	David Hillel Lowy
<b>Date of last notice</b>	6 March 2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Lowy's notifiable interest includes Westfield Group stapled securities held by Westfield C Fund Pty Limited (as trustee of Westfield Superannuation C Fund) and Franley Holdings Pty Limited (as trustee of Westfield Superannuation Fund No. 5)
<b>Date of change</b>	29 May 2007
<b>No. of securities held prior to change</b>	166,519,199
<b>Class</b>	WDC and WDCNA

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

<b>Number acquired</b>	<ul style="list-style-type: none"> <li>• 2,695,994 ordinary stapled securities (WDC) from Westfield C Fund Pty Limited (as trustee of the Westfield Superannuation C Fund)</li> <li>• 146,443 ordinary stapled securities (WDCNA) (as trustee of the Westfield Superannuation C Fund)</li> <li>• 410,000 ordinary stapled securities (WDC) from Franley Holdings Pty Limited (as trustee of Westfield Superannuation Fund No. 5)</li> </ul>
<b>Number disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$20.266 per WDC stapled security \$20.093 per WDCNA stapled security
<b>No. of securities held after change</b>	166,519,199
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market trade

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

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Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	<b>Westfield Group</b>
<b>ABN</b>	Westfield Holdings Limited ABN 66 001 671 496 Westfield Trust ARSN 090 849 746 Westfield America Trust ARSN 092 058 449

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Peter Simon Lowy
<b>Date of last notice</b>	6 March 2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Lowy's notifiable interest includes Westfield Group stapled securities held by Westfield C Fund Pty Limited (as trustee of Westfield Superannuation C Fund) and Franley Holdings Pty Limited (as trustee of Westfield Superannuation Fund No. 5)
<b>Date of change</b>	29 May 2007
<b>No. of securities held prior to change</b>	166,519,199
<b>Class</b>	WDC and WDCNA.

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**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number acquired</b>	<ul style="list-style-type: none"> <li>• 2,695,994 ordinary stapled securities (WDC) from Westfield C Fund Pty Limited (as trustee of the Westfield Superannuation C Fund)</li> <li>• 146,443 ordinary stapled securities (WDCNA) (as trustee of the Westfield Superannuation C Fund)</li> <li>• 410,000 ordinary stapled securities (WDC) from Franley Holdings Pty Limited (as trustee of Westfield Superannuation Fund No. 5)</li> </ul>
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<b>No. of securities held after change</b>	166,519,199
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market trade

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A

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We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Steven Mark Lowy
<b>Date of last notice</b>	6 March 2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

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<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

*END*

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